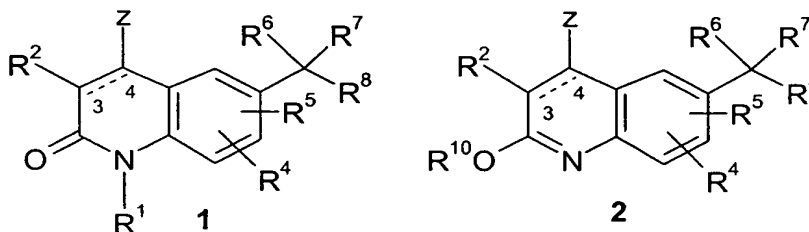


Amendment to the Claims

Please amend claims 1, 2, 6 and 11 as set forth below. A complete listing of the claims in accordance with 37 CFR 1.121 is set forth below.

1. (Currently Amended) A compound of the formula 1 or 2:



or a pharmaceutically acceptable salt, solvate or prodrug thereof wherein:

the dashed lines in formulas 1 and 2 indicate an optional second bond connecting C-3 and C-4 of the quinolin-2-one rings;

Z is ~~an aromatic 4 to 10 membered heterocyclic group~~ a pyridine or a thiophene group optionally substituted with 1 to 4 R<sup>3</sup> substituents;

R<sup>1</sup> is selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, -(CR<sup>11</sup>R<sup>12</sup>)<sub>q</sub>C(O)R<sup>10</sup>, -(CR<sup>11</sup>R<sup>12</sup>)<sub>q</sub>C(O)OR<sup>9</sup>, -(CR<sup>11</sup>R<sup>12</sup>)<sub>q</sub>OR<sup>10</sup>, -(CR<sup>11</sup>R<sup>12</sup>)<sub>q</sub>C(R<sup>11</sup>)(R<sup>12</sup>)SO<sub>2</sub>R<sup>9</sup>, -(CR<sup>11</sup>R<sup>12</sup>)<sub>t</sub>(C<sub>3</sub>-C<sub>10</sub> cycloalkyl), -(CR<sup>11</sup>R<sup>12</sup>)<sub>t</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), and -(CR<sup>11</sup>R<sup>12</sup>)<sub>t</sub>(4 to 10 membered heterocyclic), wherein each t is independently an integer from 0 to 5 and each q is independently an integer from 1 to 5; said cycloalkyl, aryl and heterocyclic R<sup>1</sup> groups are optionally fused to a C<sub>6</sub>-C<sub>10</sub> aryl group, a C<sub>5</sub>-C<sub>8</sub> saturated cyclic group, or a 4 to 10 membered heterocyclic group; and the foregoing R<sup>1</sup> groups, except H but including any optional fused rings referred to above, are optionally substituted with 1 to 4 R<sup>3</sup> groups;

R<sup>2</sup> is halo, cyano, -C(O)OR<sup>10</sup>, or a group selected from the substituents provided in the definition of R<sup>10</sup>;

each R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> is independently selected from H, R<sup>10</sup>, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>2</sub>-C<sub>10</sub> alkynyl, halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido, -OR<sup>10</sup>, -C(O)R<sup>10</sup>, -C(O)OR<sup>10</sup>, -NR<sup>11</sup>C(O)OR<sup>10</sup>, -OC(O)R<sup>10</sup>, -NR<sup>11</sup>SO<sub>2</sub>R<sup>10</sup>, -SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>, -NR<sup>11</sup>C(O)R<sup>10</sup>, -C(O)NR<sup>10</sup>R<sup>11</sup>, -NR<sup>10</sup>R<sup>11</sup>, -CH=NOR<sup>10</sup>, -S(O)<sub>j</sub>R<sup>10</sup>, -(CR<sup>11</sup>R<sup>12</sup>)<sub>t</sub>C≡CR<sup>10</sup>, and -(CR<sup>11</sup>R<sup>12</sup>)<sub>t</sub>C≡CR<sup>13</sup>, wherein each t is independently an integer from 0 to 5 and each j is independently an integer from 0 to 2; said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclic moieties of the foregoing R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> groups are optionally substituted by 1 to 3 substituents independently selected from halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido, -NR<sup>11</sup>SO<sub>2</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), -SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C(O)R<sup>10</sup>, -C(O)OR<sup>10</sup>, -OC(O)R<sup>10</sup>, -NR<sup>11</sup>C(O)OR<sup>10</sup>, -NR<sup>11</sup>C(O)R<sup>10</sup>, -C(O)NR<sup>11</sup>R<sup>12</sup>, -NR<sup>11</sup>R<sup>12</sup>, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>2</sub>-C<sub>10</sub>

alkynyl,  $-(CR^{11}R^{12})_t(C_6-C_{10} \text{ aryl})$ ,  $-(CR^{11}R^{12})_t(C_3-C_{10} \text{ cycloalkyl})$ , and  $-(CR^{11}R^{12})_t(4 \text{ to } 10 \text{ membered heterocyclic})$ , wherein each  $t$  is independently an integer from 0 to 5;

$R^6$  is H, cyano,  $-(CR^{11}R^{12})_t(4 \text{ to } 10 \text{ membered heterocyclic})$  wherein  $t$  is an integer from 0 to 5,  $-OR^{10}$ ,  $-OC(O)R^{10}$ ,  $-NR^{10}R^{11}$ ,  $-NR^{11}C(O)H$ ,  $-C(O)OR^{10}$ , or  $-SR^{10}$ , wherein heterocyclic groups of said  $R^6$  groups are optionally substituted by 1 to 4  $R^3$  groups;

$R^7$  is  $-(CR^{11}R^{12})_t(\text{imidazolyl})$  or  $-(CR^{11}R^{12})_t(\text{pyridinyl})$ , wherein each  $t$  is an integer from 0 to 5 and said imidazolyl and pyridinyl moieties are optionally substituted by up to 2  $R^3$  substituents;

$R^8$  is phenyl or an aromatic 4 to 10 membered heterocyclic group, and said  $R^8$  group is optionally substituted by 1 to 4  $R^3$  substituents;

each  $R^{10}$  is independently selected from H,  $C_1-C_{10}$  alkyl,  $-(CR^{11}R^{12})_t(C_3-C_{10} \text{ cycloalkyl})$ ,  $-(CR^{11}R^{12})_t(C_6-C_{10} \text{ aryl})$ , and  $-(CR^{11}R^{12})_t(4 \text{ to } 10 \text{ membered heterocyclic})$ ; wherein each  $t$  is independently an integer from 0 to 5 and said cycloalkyl, aryl and heterocyclic  $R^{10}$  groups are optionally fused to a  $C_6-C_{10}$  aryl group, a  $C_5-C_8$  saturated cyclic group, or a 4 to 10 membered heterocyclic group; and the foregoing  $R^{10}$  substituents, except H but including any optional fused rings, are optionally substituted by 1 to 3 substituents independently selected from halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido,  $-C(O)R^{11}$ ,  $-C(O)OR^{11}$ ,  $-OC(O)R^{11}$ ,  $-NR^{11}C(O)R^{12}$ ,  $-C(O)NR^{11}R^{12}$ ,  $-NR^{11}R^{12}$ , hydroxy,  $C_1-C_6$  alkyl, and  $C_1-C_6$  alkoxy;

each  $R^{11}$  and  $R^{12}$  is independently H or  $C_1-C_6$  alkyl, and where  $R^{11}$  and  $R^{12}$  are as  $-(CR^{11}R^{12})_q$  or  $-(CR^{11}R^{12})_t$ , each is independently defined for each iteration of  $q$  or  $t$  in excess of 1;

$R^{13}$  is selected from the list of substituents provided in the definition of  $R^{10}$  and  $-SiR^{14}R^{15}R^{16}$ ; and,

$R^{14}$ ,  $R^{15}$  and  $R^{16}$  are each independently selected from the substituents provided in the definition of  $R^{10}$  except at least one of  $R^{14}$ ,  $R^{15}$  and  $R^{16}$  is not H.

2. (Currently Amended) A compound according to claim 1 wherein said compound is a compound of formula 1, ~~Z is a pyridine or a thiophene group, including pyridine or thiophene groups substituted with from 1 to 4  $R^3$  substituents;~~  $R^1$  is H,  $C_1-C_6$  alkyl, or cyclopropylmethyl;  $R^2$  is H; and  $R^6$  is  $-NR^{10}R^{11}$ ,  $-OR^{10}$ , or a heterocyclic group selected from triazolyl, imidazolyl, pyrazolyl, and piperidinyl, wherein said heterocyclic group is optionally substituted by an  $R^3$  group.

3. (Original) A compound according to claim 1 wherein said compound is a compound of formula 1,  $R^7$  is imidazolyl optionally substituted by  $C_1-C_6$  alkyl;  $R^6$  is hydroxy, amino, or triazolyl;  $R^8$  is phenyl substituted by 1 to 2  $R^3$  groups; and  $R^4$ , and  $R^5$  are each independently selected from H and halo.

4. (Original) A compound according to claim 1 wherein said compound is a compound of formula 1,  $R^1$  is  $-(CR^{11}R^{12})_t(C_3-C_{10} \text{ cycloalkyl})$  wherein  $t$  is an integer from 0 to 3;  $R^2$  is H; and  $R^6$  is  $-NR^{10}R^{11}$ ,  $-OR^{10}$ , or a heterocyclic group selected from triazolyl, imidazolyl, pyrazolyl, and piperidinyl, wherein said heterocyclic group is optionally substituted by an  $R^3$  group.

5. (Original) A compound according to claim 1 wherein  $R^7$  is imidazolyl optionally substituted by  $C_1-C_6$  alkyl;  $R^6$  is hydroxy, amino, or triazolyl.

6. (Currently Amended) A compound according to claim 1 wherein said compound is a compound of formula 2,  ~~$Z$  is a pyridine or a thiophene group, including pyridine or thiophene groups substituted with from 1 to 4  $R^3$  substituents;~~  $R^2$  is H;  $R^6$  is  $-NR^{10}R^{11}$ ,  $-OR^{10}$  or triazolyl.

7. (Original) A compound according to claim 1 wherein said compound is a compound of formula 2,  $R^7$  is imidazolyl optionally substituted by  $C_1-C_6$  alkyl;  $R^6$  is hydroxy or amino;  $R^8$  is phenyl substituted by 1 to 2  $R^3$  groups; and  $R^4$  and  $R^5$  are each independently selected from H and halo.

8. (Original) A compound according to claim 1 wherein said compound is selected from the group consisting of:

(4-Chloro-phenyl)-[2-methoxy-4-(5-methyl-thiophen-2-yl)-quinolin-6-yl]-(3-methyl-3H-imidazol-4-yl)-methanol;

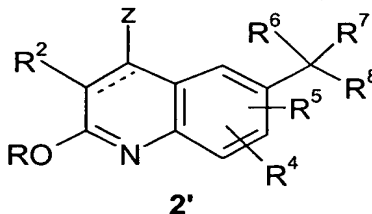
6-[(4-Chloro-phenyl)-hydroxy-(3-methyl-3H-imidazol-4-yl)-methyl]-1-methyl-4-(5-methyl-thiophen-2-yl)-1H-quinolin-2-one;

6-[Amino-(4-chloro-phenyl)-(3-methyl-3H-imidazol-4-yl)-methyl]-1-methyl-4-(5-methyl-thiophen-2-yl)-1H-quinolin-2-one;

6-[(4-Chloro-phenyl)-hydroxy-(3-methyl-3H-imidazol-4-yl)-methyl]-4-(5-chloro-thiophen-2-yl)-1-methyl-1H-quinolin-2-one;

and the pharmaceutically acceptable salts, solvates and prodrugs of the foregoing compounds.

9. (Original) A method of preparing a compound of formula 1 according to claim 1, wherein  $R^1$  of formula 1 is H, which comprises hydrolysing a compound of formula 2'



wherein  $R$  is  $C_1-C_6$  alkyl and  $Z$ ,  $R^2$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$  and  $R^8$  are as defined for formula 1 in claim 1.

10. (Original) A method of treating abnormal cell growth in a mammal in need of such treatment which comprises administering to said mammal a therapeutically effective amount of a compound according to claim 1.

11. (Currently Amended) A pharmaceutical composition ~~for the treatment of abnormal cell growth in a mammal~~ which comprises a therapeutically effective amount of a compound according to claim 1 and a pharmaceutically acceptable carrier.